
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Grandy Corporation (the “**Company**”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the same or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any losses howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



GRANDY CORPORATION 泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

PROPOSED CHANGE OF COMPANY NAME

A notice convening an extraordinary general meeting (the “**EGM**”) of the Company to be held on Wednesday, 12 July 2006 at 10:00 a.m. at Room 1902, 19th Floor, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong on is set out on pages 7 to 8 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Room 1902, 19/F, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and the website of the Company at www.grandy.com.hk.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trading on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities trading on GEM.

The principal means of information dissemination of GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information of GEM-listed issuers.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF EGM	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors from time to time
“Articles of Association”	articles of association of the Company adopted pursuant to the written resolutions of the Shareholders passed on 20 April 2002; and as amended on 9 January 2004 and 30 September 2004
“CB Holders”	the holders of the convertible notes issued by the Company from time to time
“Company”	Grandy Corporation, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on GEM
“Directors”	director(s) of the Company from time to time
“EGM”	an extraordinary general meeting of the Company to be convened on Wednesday, 12 July 2006 at 10:00 a.m. at Room 1902, 19th Floor, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong
“EGM Notice”	notice convening the EGM as set out on pages 7 to 8 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee appointed by GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	together, the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	15 June 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.05 each in the issued and unissued share capital of the Company
“Shareholders”	the holders of Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrantholders”	Triumph Sky Finance Limited and Happy Woodstock Limited, both are companies incorporated in the British Virgin Islands and the ultimate beneficial owners of which are Mr. Guo Xu and Mr. Ng Chung Kit, Francisco respectively
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

LETTER FROM THE BOARD



GRANDY CORPORATION 泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

Executive Directors:

Mr. Yung Kwok Leong
Ms. Shum Ngai Pan
Mr. Chen Jin Shan
Mr. Weng Jiaxing

Independent non-executive Directors:

Mr. Chan Francis Ping Kuen
Mr. Hsu Shiu Foo, William
Mr. Yu Chai Mei

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

*Head office and principal place
of business in Hong Kong:*

Room 1902, 19th Floor
Sing Pao Building
No. 101 King's Road
North Point
Hong Kong

19 June 2006

To the Shareholders, CB Holders and Warrantholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the special resolution in relation to the proposed change of company name to be proposed at the EGM.

* for identification purpose only

LETTER FROM THE BOARD

A notice convening the EGM setting out the details of the special resolution to be proposed at the EGM is set out on pages 7 to 8 of this circular.

PROPOSED CHANGE OF COMPANY NAME

By 15 June, 2006, the Board announced, among other matters, that it proposed to change the name of the Company from “Grandy Corporation” to “Hua Xia Healthcare Holdings Limited” and upon the name change becoming effective, the new Chinese name “華夏醫療集團有限公司” will be adopted to replace “泓迪有限公司” for identification purposes subject to the conditions set out below being fulfilled.

Reason and conditions for the change of company name

The Board believes that the change of company name would benefit its future business development as the new name would better reflect the recent expansion of the Company’s business into the healthcare sector.

The proposed change of the Company’s name will be subject to the following:

1. the passing of a special resolution by the shareholders at the EGM to approve the change of the Company’s name; and
2. the Registrar of Companies in the Cayman Islands approving the change of name of the Company.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Effects on change of company name

The proposed change of company name will not affect any of the rights of any Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the proposed change of company name becoming effective, continue to be evidence of title to such securities and will be valid for trading, settlement and registration purposes. There will not be any arrangement for exchange of the existing share certificates. Once the change of the Company’s name has become effective, new share certificates for new Shares will only be issued in the new name of the Company.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held on Wednesday, 12 July 2006 at 10:00 a.m. at Room 1902, 19th Floor, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong on is set out on pages 7 to 8 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Room 1902, 19/F, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

OUTCOME OF THE EGM AND TRADING ARRANGEMENT

The Company will make further announcements on the outcome of the EGM and the arrangement relating to the change of company name, the trading and dealings in the securities of the Company on the GEM under the new name of the Company and as to when the new name of the Company becoming effective.

PROCEDURES FOR DEMANDING A POLL

According to Article 66 of the Articles of Association, a resolution put to the vote of a meeting of the Shareholders shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (iv) by a Shareholder or Shareholders present in person or by proxy or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

The Board is of the opinion that the proposed change of company name is in the best interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of the special resolution to be proposed at the upcoming EGM.

By order of the Board
Grandy Corporation
Yung Kwok Leong
Chairman

NOTICE OF EGM



GRANDY CORPORATION 泓迪有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of Grandy Corporation (the “**Company**”) will be held at Room 1902, 19th Floor, Sing Pao Building, No. 101 King’s Road, North Point, Hong Kong on Wednesday, 12 July 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Grandy Corporation” to “Hua Xia Healthcare Holdings Limited” and the new Chinese name “華夏醫療集團有限公司” will be adopted to replace “泓迪有限公司” for identification purposes with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands and that the board of directors of the Company be and are hereby authorised to take all necessary actions to implement such change of name.”

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular dated 19 June 2006. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return the enclosed form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she so wish.

* for identification purpose only

NOTICE OF EGM

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong at Room 1902, 19th Floor, Sing Pao Building, No. 101 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.